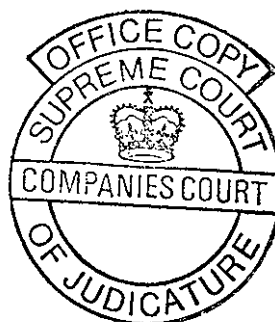


No. 005256 of 1997

**IN THE HIGH COURT OF JUSTICE**  
**CHANCERY DIVISION**  
**COMPANIES COURT**



**MR REGISTRAR BUCKLEY**

**IN THE MATTER OF HAVAS INTERMEDIATION (UK) LIMITED**  
**AND IN THE MATTER OF THE COMPANIES ACT 1985**



**UPON THE PETITION** of the above named Havas Intermediation (UK) Limited (the "Company") whose registered office is 142-144 New Cavendish Street, London W1M 7FG on 22nd October 1997 preferred unto this court.

**AND UPON HEARING** Counsel for the Company

**AND UPON READING** the said Petition and the Evidence

**THIS COURT ORDERS THAT** the reduction of the capital of the Company resolved on and effected by a Special Resolution passed at an Extraordinary General Meeting of the Company held on 1st October 1997 be and the same is hereby confirmed in accordance with the provisions of the above-mentioned Act.

**AND THE COURT HEREBY APPROVES** the Minute set forth in the Schedule hereto

**AND IT IS ORDERED**

- (1) That this Order be produced by the Company to the Registrar of Companies and that an Office Copy hereof be delivered to him together with a copy of the said Minute; and
- (2) That notice of the registration by the Registrar of Companies of this Order be published by the Company once in the "Financial Times" within 21 days after such registration.

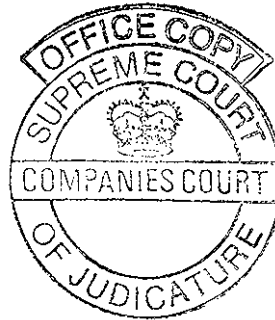
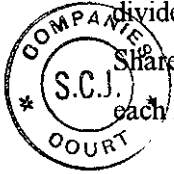
**DATED** this 19th day of November 1997



## SCHEDULE ABOVE REFERRED TO

### Minute Approved by the Court

The capital of Havas Intermediation (UK) Limited was by virtue of a Special Resolution and with sanction of an Order of the High Court of Justice dated 19th November 1997 reduced from £15,000,000 divided into 15,000,000 Ordinary Shares of £1 each to £3,090,001 divided into 3,090,001 Ordinary Shares of £1 each. At the date of the registration of this Minute one of the said Ordinary Shares of £1 each has been issued and <sup>is</sup> deemed to be fully paid up and none of the remainder has been issued.



No. 005256

IN THE HIGH COURT OF JUSTICE  
CHANCERY DIVISION  
COMPANIES COURT

IN THE MATTER OF  
HAVAS INTERMEDIATION (UK) LIMITED

AND IN THE MATTER OF THE  
COMPANIES ACT 1985

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**ORDER**

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Wilde Sapte  
1 Fleet Place  
London EC4M 7WS

Tel: 0171 246 7000  
Ref: RCP/REB/83458/CC180043.01